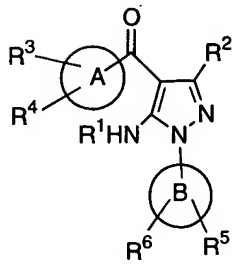
1. (Twice Amended) A compound selected from the group of compounds represented by Formula (I):



(I)

wherein:

R^1 is hydrogen or acyl;

R^2 is hydrogen or alkyl;

A and B are simultaneously an aryl or a heteroaryl ring;

R^3 is selected from the group consisting of:

(a) optionally substituted heterocyclyl;

(b) optionally substituted aryl or heteroaryl;

(c) heteroalkenyl;

(d) heteroalkynyl;

(e) optionally substituted heterocyclylalkyl;

(f) optionally substituted heterocyclylalkenyl;

(g) optionally substituted heterocyclylalkynyl;

(h) optionally substituted heterocyclylalkoxy, cyclyloxy or heterocyclyloxy;

(i) optionally substituted heterocyclylalkylamino;

(j) optionally substituted heterocyclylalkylcarbonyl;

(k) -Y-(alkylene)-R^9 where:

Y is a single bond, -O-, -NH- or -$S(O)_n$- (where n is an integer from 0 to 2); and

R^9 is cyano, optionally substituted heteroaryl, -COOH, -COR^{10}, -$COOR^{11}$, -$CONR^{12}R^{13}$, -SO_2R^{14}, -$SO_2NR^{15}R^{16}$, -$NHSO_2R^{17}$ or -

$NHSO_2NR^{18}R^{19}$, where R^{10} is optionally substituted heterocycle, R^{11} is alkyl, and R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}, R^{18} and R^{19} are, independently of each other, hydrogen, alkyl or heteroalkyl;

(l) $-C(=NR^{20})(NR^{21}R^{22})$ where R^{20}, R^{21} and R^{22} independently represent hydrogen, alkyl or hydroxy, or R^{20} and R^{21} together are $-(CH_2)_n-$ where n is 2 or 3 and R^{22} is hydrogen or alkyl;

(m) $-NHC(X)NR^{23}R^{24}$ where X is -O- or -S-, and R^{23} and R^{24} are, independently of each other, hydrogen, alkyl or heteroalkyl;

(n) $-CONR^{25}R^{26}$ where R^{25} and R^{26} independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclylalkyl, or R^{25} and R^{26} together with the nitrogen to which they are attached form an optionally substituted heterocyclyl ring;

(o) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;

(p) arylaminoalkylene or heteroarylaminoalkylene;

(q) Z-alkylene-$NR^{30}R^{31}$ or Z-alkylene-OR^{32} where Z is -O-, and R^{30}, $R^{31}$and R^{32} are independently of each other, hydrogen, alkyl or heteroalkyl, wherein said alkylene and alkyl groups are optionally substituted with one to two groups selected from OH and O(alkyl);

(r) $-OC(O)$-alkylene-CO_2H, $-OC(O)-NR'R"$, or CO_2NHR' (where R' and R" are independently hydrogen or alkyl);

(s) heteroarylalkenylene or heteroarylalkynylene; and

(t) heteroalkylamino;

R^4 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) alkoxy; and

(e) hydroxy;

R^5 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) haloalkyl;

(e) thioalkyl;

(f) hydroxy;

(g) amino;

(h) alkylamino;

(i) dialkylamino;

(j) heteroalkyl;

(k) optionally substituted heterocycle;

(l) optionally substituted heterocyclylalkyl;

(m) optionally substituted heterocyclylalkoxy;

(n) alkylsulfonyl;

(o) aminosulfonyl, mono-alkylaminosulfonyl or di-alkylaminosulfonyl;

(p) heteroalkoxy; and

(q) carboxy;

R^6 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl; and

(d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

2. (Twice Amended) The compound of Claim 1 wherein R^3 is:

(a) optionally substituted heterocyclyl;

(b) aryl or heteroaryl both optionally substituted with a substituent selected from halo, alkyl, amino, alkoxy, carboxy, lower alkoxy carbonyl, SO_2R' (where R' is alkyl) or $SO_2NHR'R''$ (where R' and R" are independently hydrogen or alkyl);

(c) heteroalkenyl;

(d) heteroalkylamino;

(e) optionally substituted heterocyclylalkyl or heterocyclyloxy;

(f) optionally substituted heterocyclylalkenyl;

(g) optionally substituted heterocyclylalkynyl;

(h) optionally substituted heterocyclylalkoxy;

(i) optionally substituted heterocyclylalkylamino;

(j) optionally substituted heterocyclylalkylcarbonyl;

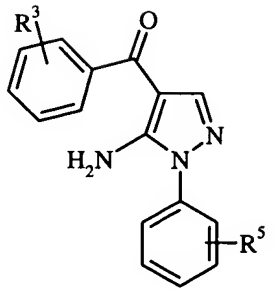
(k) -Y-(alkylene)-R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, $-CONR^{12}R^{13}$, SO_2R^{14}, $-SO_2NR^{15}R^{16}$ $-NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16} R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl,

(l) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;

(m) arylaminoalkylene or heteroarylaminoalkylene; or

(n) Z-alkylene-$NR^{30}R^{31}$ where Z is -O-, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or heteroalkyl, wherein said alkylene and alkyl groups are optionally substituted with one to two groups selected from OH and O(alkyl).

16. (Twice Amended) A compound selected from the group of compounds represented by the Formula:



wherein:

R^5 is halo or alkyl; and

R^3 is:

(a) heteroalkylamino;

(b) optionally substituted heterocyclylalkyl;

(c) optionally substituted heterocyclylalkoxy;

(d) optionally substituted heterocyclylalkylamino;

(e) -Y-(alkylene)-R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, -$CONR^{12}R^{13}$, SO_2R^{14}, -$SO_2NR^{15}R^{16}$ - $NHSO_2R^{17}$ or -$NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16} R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl; or

(f) Z-alkylene-$NR^{30}R^{31}$ where Z is -O-, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or heteroalkyl, wherein said alkylene and alkyl groups are optionally substituted with one to two groups selected from OH and O(alkyl); and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

Please add new claim 33:

33. (New) The compound of Claim 1 wherein R^3 is selected from the group consisting of:

(a) optionally substituted heterocyclyl;

(b) optionally substituted aryl or heteroaryl, provided, however, that R^3 is not unsubstituted phenyl, unsubstituted thienyl, or unsubstituted pyrrolyl;

(c) heteroalkenyl;

(e) heteroalkynyl;

(e) optionally substituted heterocyclylalkyl;

(f) optionally substituted heterocyclylalkenyl;

(g) optionally substituted heterocyclylalkynyl;

(h) optionally substituted heterocyclylalkoxy, cyclyloxy or heterocyclyloxy;

(i) optionally substituted heterocyclylalkylamino;

(j) optionally substituted heterocyclylalkylcarbonyl;

(k) -Y-(alkylene)-R^9 where:

Y is a single bond, -O-, -NH- or -$S(O)_n$- (where n is an integer from 0 to 2); and

R^9 is cyano, optionally substituted heteroaryl, -COOH, -COR^{10}, -$COOR^{11}$, -$CONR^{12}R^{13}$, -SO_2R^{14}, -$SO_2NR^{15}R^{16}$, -$NHSO_2R^{17}$ or -$NHSO_2NR^{18}R^{19}$, where R^{10} is optionally substituted heterocycle, R^{11} is alkyl, and R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}, R^{18} and R^{19} are, independently of each other, hydrogen, alkyl or heteroalkyl, provided, however, that -Y-(alkylene)-R^9 taken together are not –$(CH_2)_3$-CO_2CH_3 or –CH_2-$CO_2CH_2CH_3$;

(l) -$C(=NR^{20})(NR^{21}R^{22})$ where R^{20}, R^{21} and R^{22} independently represent hydrogen, alkyl or hydroxy, or R^{20} and R^{21} together are -$(CH_2)_n$- where n is 2 or 3 and R^{22} is hydrogen or alkyl;

(m) -$NHC(X)NR^{23}R^{24}$ where X is -O- or -S-, and R^{23} and R^{24} are, independently of each other, hydrogen, alkyl or heteroalkyl;

(n) $-CONR^{25}R^{26}$ where R^{25} and R^{26} independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclylalkyl, or R^{25} and R^{26} together with the nitrogen to which they are attached form an optionally substituted heterocyclyl ring;

(o) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;

(p) arylaminoalkylene or heteroarylaminoalkylene;

(q) Z-alkylene-$NR^{30}R^{31}$ or Z-alkylene-OR^{32} where Z is -O-, and R^{30}, $R^{31}$and R^{32} are independently of each other, hydrogen, alkyl or heteroalkyl, wherein said alkylene and alkyl groups are optionally substituted with one to two groups selected from OH and O(alkyl);

(r) -OC(O)-alkylene-CO_2H, -OC(O)-NR'R" , or CO_2NHR' (where R' and R" are independently hydrogen or alkyl);

(s) heteroarylalkenylene or heteroarylalkynylene;

(t) heteroalkylamino; and

(u) iodo.

REMARKS

Status of the Claims

Claims 1-16 and 19-32 are pending.

Claims 1-7, 12 and 32 stand rejected.

Claims 8-11, 13-16, and 19-31 were objected to as depending on a rejected base claim but were found to contain allowable subject matter.

Claims 1, 2, and 16 are amended herein.

Claim 33 is a new claim.

Reconsideration is respectfully requested.